

6-156A040

ITEL

RECORDATION NO. 14785-C Filed 1425

June 2, 1986

JUN 5 1986 -12 30 PM

Itel Rail Corporation

55 Francisco Street
San Francisco, California 94133
(415) 984-4000

No.

Date **JUN 05 1986**

Fee \$ 10.00

INTERSTATE COMMERCE COMMISSION

ICC Washington, D.C.

Honorable James H. Bayne, Secretary
Interstate Commerce Commission
Washington, DC 20423

\$10.00 filing fee

Re: Consent by Sole Holder of Itel Corporation, Itel Rail Corporation, 1978 Series 4 Equipment Trust Certificates to Kansas City Southern Lease (Second Group of Cars)

Dear Mr. Bayne:

On behalf of Itel Rail Corporation, the above instrument, in ^{three 3} ~~four 4~~ counterparts, is hereby submitted for filing and recording pursuant to 49 USC §11303(a), along with a check in the amount of \$10 covering the recordation fee.

Please record the above Consent under the Lease Agreement dated July 17, 1985, between Itel Rail Corporation and Kansas City Southern Railway Company, which was filed with the ICC on September 11, 1985 and given Recordation No. 14785.

The names and addresses of the parties to the aforementioned Consent ^{is} ~~are~~ listed below:

Itel Rail Corporation (Lessor)
55 Francisco Street
San Francisco, California 94133

*the Travelers Insurance Company
Hartford, Connecticut*

Kansas City Southern Railway Company (Lessee)
114 West 11th Street
Kansas City, Missouri 64105

The equipment covered by this Consent is four (4) 100-ton, Plate C, general purpose boxcars bearing reporting marks KCS 755001, KCS 755010, KCS 755184 and KCS 755192.

Once filed, please return to the bearer the stamped counterparts not required for filing purposes together with the fee receipt and a letter from the ICC acknowledging this filing.

Very truly yours,

Josie Villalobos
Josie Villalobos
Legal Assistant

JV:ps
Enclosures

cc: Robert S. Clark
J. Michael Kelly
Ginny Hanger

ICC OFFICE OF
THE SECRETARY
JUN 5 12 25 PM '86
MOTOR OPERATING UNIT

This one should be 14785-C but not sure, please check.

Countersigned John M. Bruce

JUN 5 1986 -12 30 AM

INTERSTATE COMMERCE COMMISSION

CONSENT BY SOLE HOLDER OF ITEL CORPORATION,
ITEL RAIL CORPORATION, 1978 SERIES 4 EQUIPMENT TRUST CERTIFICATES
TO KANSAS CITY SOUTHERN LEASE (SECOND GROUP OF CARS)

The Travelers Insurance Company ("Travelers"), a Holder of one hundred percent (100%) of the aggregate outstanding principal amount of Itel Corporation, Itel Rail Corporation 1978 Series 4 Equipment Trust Certificates, hereby approves, pursuant to the Consolidated, Amended, and Restated Equipment Trust Agreement among First Security Bank of Utah, National Association, as Trustee, Itel Corporation and Itel Rail Corporation dated as of January 1, 1982 (the "Agreement"), the Lease Agreement dated as of July 17, 1985 between Itel Rail Corporation ("Itel Rail") and the Kansas City Southern Railway Company ("KCS Lease") with respect to four (4) units of 1978 Series 4 Trust Equipment (the "Cars") formerly bearing reporting marks within the Series ALM 1150-1249, formerly subject to a lease between the Arkansas and Louisiana Missouri Railway Company and SSI Rail Corporation (predecessor in interest to Itel Rail) dated as of June 14, 1977 (the "ALM Lease") and removed from the ALM Lease pursuant to a termination notice dated February 26, 1986. This consent is in addition to a similar consent executed by Travelers on August 26, 1985, with respect to inclusion of two (2) other units of 1978 Series 4 Trust Equipment in the KCS Lease. Travelers hereby acknowledges receipt of a copy of the KCS Lease.

Except as provided herein, Itel Rail shall comply with the requirements of the Agreement, including but not limited to the requirements that the KCS Lease be assigned to the Trustee, that the original of the KCS Lease be filed with the Trustee, and that the Trustee be furnished with the opinion of counsel required by section 6.07(b) of the Agreement.

The undersigned directs the Trustee to execute the Lease Assignment (as defined in the Agreement) from Itel Rail with respect to the KCS Lease and to execute related and necessary supplements of the Agreement with respect to the marking of the Cars.

This consent shall be deemed a waiver of any Defaults or Events of Default that may have occurred due to the termination of the ALM Lease and the remarking of the Cars. This consent is not to be construed as applying to any Trust Equipment other than the Cars. All rights and remedies of the Trustee and Travelers under the Agreement are expressly preserved to the extent not explicitly waived. This instrument shall be deemed an amendment to the Agreement with respect to the 1978 Series 4 Equipment Trust Certificates.

THE TRAVELERS INSURANCE COMPANY

By: *Franz L Pool*
Title: FRANZ L POOL, INVESTMENT OFFICER
Date: May 23, 1986

STATE OF Connecticut)
COUNTY OF Hartford) S.S.

On this 23rd day of May, in the year 1986, before me, *William H. Halting*, a Notary Public, personally appeared *Franz L Pool*, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed the within instrument as *Investment Officer* or on behalf of the corporation therein named and acknowledged to me that the corporation executed it.

William H. Halting
NOTARY PUBLIC,
STATE OF Connecticut